

Unofficial translation of the Minutes kept at the Annual General Meeting of Viaplay Group AB (publ), reg. no. 559124-6847 ("**Viaplay**"), on Tuesday 16 May 2023 in Studio 2 at Viaplay's Head Office, Ringvägen 52 in Stockholm at 10:00 a.m. – 11:00 a.m.

§ 1

Opening of the Annual General Meeting (agenda item 1)

The Chair of the Board Pernille Erenbjerg welcomed the shareholders and declared the Annual General Meeting opened.

§ 2

Election of Chair of the Annual General Meeting (agenda item 2)

The Meeting elected, in accordance with the proposal of the Nomination Committee, Tone Myhre-Jensen, member of the Swedish Bar Association, as Chair of the Meeting.

It was noted that Henrik Wållgren had been appointed to keep the minutes at the Annual General Meeting.

It was further noted that the Board had resolved that the shareholders would be able to exercise their voting rights at the Annual General Meeting also through postal voting in advance.

The Meeting resolved that shareholders who had not registered for the Meeting, employees of the company, and other attendees were welcome to attend the Meeting without the right to speak or participate in the Meeting's decisions.

§ 3

Preparation and approval of the voting list (agenda item 3)

The Meeting resolved that the list in Appendix 1 of shareholders who have registered for the Meeting and are participating in the Meeting, including shareholders who have cast postal votes in advance, would apply as the voting list for the Meeting.

§ 4

Approval of the agenda (agenda item 4)

The Chairman informed that the Board had resolved to withdraw its proposal under item 21 on the proposed agenda.

The Meeting approved the proposed agenda, Appendix 2, which had been included in the notice to the Annual General Meeting, with the amendment that item 21 is removed.

The Chair noted that the complete content of the Board's and the Nomination Committee's proposals, the Annual and Sustainability Report, the Auditor's Report, the consolidated financial statements and the Auditor's Report on the consolidated financial statements, the Board's remuneration report, the Board's and the Auditor's motivated statements in

accordance with the Swedish Companies Act and other documents for the Annual General Meeting had been made available to the shareholders in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code. The documents were declared presented at the Annual General Meeting.

§ 5

Election of one or two persons to check and verify the minutes (agenda item 5)

The Meeting elected, in accordance with the Board's proposal, Filippa Gerstädt, representing Nordea Fonder, and Mattias Nilsson, representing Handelsbanken Fonder, to check and verify the minutes jointly with the Chair.

§ 6

Determination of whether the Annual General Meeting has been duly convened (agenda item 6)

It was noted that notice had been made in accordance with the provisions in the Swedish Companies Act and the Articles of Association.

The Meeting approved the notice procedures and declared the Meeting duly convened.

§ 7

Remarks by the Chair of the Board (agenda item 7)

The Chair of the Board, Pernille Erenbjerg, reported on the Board's work during the business year 2022.

§ 8

Presentation by the Chief Executive Officer (agenda item 8)

The Chief Executive Officer Anders Jensen presented and reported on Viaplay's operations, gender equality and sustainability work, growth and how the geographical footprint has grown in the challenging market environment during 2022 and the first quarter of 2023.

There were questions from the shareholders on the link between Viaplay's sustainability targets and the performance conditions in the variable remuneration programs, long-term incentive programs and the working methods of the Board, which were answered by Pernille Erenbjerg, Natalie Tydeman and Anders Jensen.

§ 9

Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements (agenda item 9)

It was noted that the Annual Report and the Auditor's Report as well as the consolidated financial statements and the Auditor's Report on the consolidated financial statements for the financial year 2022 had been presented by being held available at the company and on the company's website.

The company's auditor in charge, Tomas Gerhardsson, commented on the Annual Report and presented the Auditor's Report.

§ 10

Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet (agenda item 10)

The Meeting adopted the parent company's and the group's Income Statement for 2022 and Balance Sheet per 31 December 2022.

§ 11

Resolution on the adoption of the Remuneration Report (agenda item 11)

It was noted that the Board's Remuneration Report 2022 had been presented by being held available at the company and on the company's website.

The Meeting resolved to approve the Board's Remuneration Report 2022.

§ 12

Resolution on the dispositions of the company's results as stated in the adopted Balance Sheet (agenda item 12)

The Meeting resolved, in accordance with the Board's proposal, for the disposition of the company's results such that Viaplay's unappropriated earnings should be carried forward.

§ 13

Resolution on the discharge of liability of the Board and the Chief Executive Officer (agenda item 13)

The Meeting discharged the Board and the Chief Executive Officer from liability for the management of the company and its affairs during the financial year 2022.

It was noted that the resolution was supported by all shareholders participating in the resolution, with the exception of shareholders who had notified in advance or announced by postal vote to vote against or abstain, and that the members of the Board who were eligible to vote and the CEO did not participate in the resolution as far as they were concerned.

§ 14

Determination of the number of members of the Board (agenda item 14)

The Chairman of the Nomination Committee, Filippa Gerstädt, presented the Nomination Committee's proposal for election of the Board and the Auditor and the remuneration of the Board and the Auditor.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that for the period until the end of the next Annual General Meeting, the Board shall consist of six (6) members.

§ 15

Determination of remuneration to the members of the Board and the Auditor (agenda item 15)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, on remuneration for board work to a total of SEK 4,270,000 and for work in the committees of the board to a total of SEK 990,000, in accordance with the following:

- SEK 1,570,000 to the Chair of the Board,
- SEK 540,000 to each of the other five members of the Board,
- SEK 275,000 to the Chair of the Audit Committee and SEK 140,000 to each of the other three members, and
- SEK 165,000 to the Chair of the Remuneration Committee and SEK 65,000 to each of the other two members.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that remuneration to the auditor shall be paid in accordance with approved invoices.

§ 16

Election of Board members (agenda items 16(a)-(f))

It was noted that information on the proposed Board members' assignments in other companies had been provided by the information being available at the company and on the company's website.

The Meeting resolved, in accordance with the proposal of the Nomination Committee, to re-elect Pernille Erenbjerg, Simon Duffy, Natalie Tydeman, Anders Borg, Kristina Schauman and Andrew House as Board members.

§ 17

Election of the Chair of the Board (agenda item 17)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, to re-elect Pernille Erenbjerg as Chair of the Board.

§ 18

Determination of the number of Auditors and election of Auditor (agenda item 18)

The Meeting resolved, in accordance with the proposal of the Nomination Committee, that the company shall have a registered accounting firm as Auditor and to re-elect the registered accounting firm KPMG AB as Auditor for the period until the end of the 2024 Annual General Meeting.

It was noted that the authorised auditor Tomas Gerhardsson will continue as auditor-in-charge.

§ 19

Resolution to authorise the Board to resolve on new issue (agenda item 19)

The Meeting resolved in accordance with the Board's proposal, Appendix 3, on authorisation for the Board to resolve to issue new Class B shares and/or warrants and/or convertible bonds.

It was noted that the resolution was supported by all shareholders participating in the resolution, with the exception of shareholders who had notified in advance or announced by postal vote to vote against or abstain.

§ 20

Resolution to authorise the Board to resolve on repurchase of own shares (agenda item 20)

The Meeting resolved in accordance with the Board's proposal, Appendix 4, to authorise the Board to resolve on repurchases of own shares.

It was noted that the resolution was supported by all shareholders participating in the resolution, with the exception of shareholders who had notified in advance or announced by postal vote to vote against or abstain.

§ 21

Closing of the Annual General Meeting (agenda item 22)

The Chair declared the Annual General Meeting closed.

At the minutes:

Henrik Wållgren

Minutes checked by:

Tone Myhre-Jensen

Filippa Gerstädt

Mattias Nilsson

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chair of the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to check and verify the minutes.
6. Determination of whether the Annual General Meeting has been duly convened.
7. Remarks by the Chair of the Board.
8. Presentation by the Chief Executive Officer.
9. Presentation of the Annual Report, the Auditor's Report and the consolidated financial statements and the Auditor's Report on the consolidated financial statements.
10. Resolution on the adoption of the Income Statement and the Balance Sheet and of the consolidated Income Statement and the consolidated Balance Sheet.
11. Resolution on the adoption of the Remuneration Report.
12. Resolution on the disposition of the company's result as stated in the adopted Balance Sheet.
13. Resolution on the discharge of liability of the Board and the Chief Executive Officer.
14. Determination of the number of members of the Board.
15. Determination of the remuneration to the members of the Board and the Auditor.
16. Election of Board members:
 - (a) Pernille Erenbjerg (re-election, proposed by the Nomination Committee);
 - (b) Simon Duffy (re-election, proposed by the Nomination Committee);
 - (c) Natalie Tydeman (re-election, proposed by the Nomination Committee);
 - (d) Anders Borg (re-election, proposed by the Nomination Committee);
 - (e) Kristina Schauman (re-election, proposed by the Nomination Committee); and
 - (f) Andrew House (re-election, proposed by the Nomination Committee).
17. Election of the Chair of the Board.
18. Determination of the number of Auditors and election of Auditor.
19. Resolution to authorise the Board to resolve on new issue.
20. Resolution to authorise the Board to resolve on repurchase of own shares.
21. Resolutions regarding a long-term incentive plan 2023 ("LTIP 2023"), including:
 - (a) the Board's proposal to implement a LTIP 2023;
 - (b) authorisation for the Board to issue Class C shares;
 - (c) authorisation to resolve to repurchase own Class C shares;
 - (d) transfer of own Class B shares; and
 - (e) approval of swap agreement in relation to LTIP 2023.
22. Closing of the Annual General Meeting.

Resolution to authorise the Board to resolve on new issue (item 19)

The Board proposes that the Annual General Meeting resolves to authorise the Board, on one or more occasions in the period up to the next Annual General Meeting and with or without deviation from the shareholders' preferential rights, to issue new Class B shares and/or warrants and/or convertible bonds based on market conditions, taking into account any discount on market terms. The authorisation includes a right to resolve on new issues for cash consideration, by contribution in kind or payment by set-off. Any such issues may not represent more than 10 percent in aggregate of the total number of shares at the time when the authorisation is exercised for the first time.

The purpose of the authorisation as well as the reason for any deviation from the shareholders' preferential rights, is to provide the ongoing flexibility to ensure the most appropriate capital structure and to pursue potential investment and financing opportunities as they arise.

Resolution to authorise the Board to resolve on repurchase of own shares (item 20)

The Board proposes that the Annual General Meeting resolves to authorise the Board to resolve on repurchases of Viaplay's own shares, for cancellation of shares through a reduction of the share capital, in accordance with the following conditions:

- The repurchase of shares (Class A and/or Class B) shall take place on Nasdaq Stockholm, on one or more occasions during the period until the next Annual General Meeting.
- So many shares may, at the most, be repurchased so that Viaplay's holding does not at any time exceed 10 percent of the total number of shares in Viaplay.
- Repurchase of shares on Nasdaq Stockholm may occur at a price per share within the at each time registered share price interval, by which is meant the difference between the highest buying price and the lowest selling price.
- It is the from time-to-time lowest priced available shares that shall be repurchased by Viaplay.
- Payment for the shares shall be made in cash.

The purpose of the authorisation is to give the Board more options in its efforts to deliver long-term shareholder value and total return.